Mason Dixon.

AMENDED DECLARATION AND NOTICE OF POOLED UNIT

ALTON W. STERN UNIT

This Declaration and Notice of Pooled Unit is executed to be effective as of December 21, 2009, by the undersigned parties, who are the owners of an interest in the leasehold estates created under those certain oil and gas leases and any renewals, extensions, ratifications and amendments thereof which are more particularly described on Exhibit "A" attached hereto and incorporated herein by reference for all purposes (the "Leases"), or who are the owners of an interest in the oil and gas estate in the lands described in the Leases, who join in the execution hereof to evidence their consent to the pooling, unitization and combination of the Leases and oil and gas estates herein described.

R E C I T A L S

WHEREAS, an Amended Declaration and Notice of Pooled Unit has previously been recorded, this Amended Declaration and Notice of Pooled Unit is being filed to correct scrivener errors as to leasehold and acreage included in the unit.

WHEREAS, each of the Leases authorizes the lessee thereunder to pool, unitize or combine all or a portion of the lands covered thereby with other land and leases, to form a pooled unit for the exploration, development and production of oil, gas and associated and constituent hydrocarbons from the lands covered by the Leases; and

WHEREAS, the pooling, unitization and combination of the Leases and oil and gas estates to the extent necessary to form the hereinafter described pooled unit are necessary and advisable in the judgment of the undersigned to efficiently and effectively develop the oil and gas rights within such unit.

NOW, THEREFORE, in order to establish and provide proper notice for the creation of the hereinafter described unit, the undersigned hereby declare as follows:

1. Declaration of Unit: In accordance with the provisions of the Leases, the undersigned do hereby declare, pool, unitize and combine the Leases, including all renewals, extensions, ratifications and amendments thereof, and the lands covered thereby and the oil and gas estates therein, to the extent necessary to form and create a pooled unit as described below. Production from the unit shall be allocated among all of the Leases and tracts within the unit in the proportion that the number of surface acres of each lease and tract included within the unit bears to the total number of surface acres in the unit, as described in Exhibit "A".

2. Unit Name. The pooled unit created hereby shall be known as the "**Alton W. Stern Unit**" ("the Unit").

3. Description of Unit: The Unit shall consist of **592.02 acres**, more or less, being all or a portion of the Leases listed on Exhibit "A" INSOFAR AND ONLY INSOFAR as the Leases fall within the boundary more particularly described and depicted on Exhibit "B", which is attached hereto and incorporated herein by reference for all purposes. This Declaration and Notice of Pooled Unit covers all production from the lands described on Exhibit "A" and Exhibit "B" which is produced from any well drilled within the Unit.

4. Effect of Pooled Unit. The effect of this Declaration and Notice of Pooled Unit shall be that operations and/or production (or the equivalent as in the case of shut-in payments) anywhere within the *Unit shall be deemed to be operations and/or production on each separate tract sufficient to extend and* maintain each included lease in the Unit.

5. Right to Amend. The undersigned hereby expressly reserve the right, from time to time, to amend this Declaration and Notice of Pooled Unit, and the respective terms and provisions hereof, and to change the size and area of, and interests covered by the Unit, including without limitation, the power (i) to change, reduce, enlarge or extend the size or configuration of the Unit; (ii) to include in the Unit additional lands and oil and gas leases, or interests in the lands described therein, covering interests in the Unit, which are secured or obtained subsequent to the date hereof, or prior to the date hereof and not included and described herein; (iii) to include in the Unit full or undivided interests in the Unit which are not otherwise included herein by the respective owner of such full or undivided interests; and (iv) to change the allocation of oil and gas production attributable to the various lands, leases and owners thereof to conform with (i) – (iii) above.

6. Dissolution of Unit: The Unit formed hereby may be dissolved by Chesapeake Appalachia, L.L.C., acting as the Operator of the Unit, with the consent of the undersigned, at any time by filing an appropriate instrument of record in Upshur County, West Virginia, after any failure to establish unit *production or after cessation of operations upon the Unit.*

7. Binding upon Assigns and Successors: This instrument shall bind, inure to the benefit of, and be exercised by heirs, assigns, and successors in interest of all parties.

8. Counterparts. This document may be executed in one or more counterparts, each of which will be deemed to be an original for all purposes and all of which, when taken together, will be deemed to constitute one and the same document as if all signatures were included therein. The failure of one or more of the signatory parties listed below to execute this instrument or a counterpart thereof shall not in any manner affect the validity of same as to the parties who do execute this instrument.

9. Effective Date: This Unit shall remain in force from the effective date listed hereinabove and for as long as oil and gas are being produced from the Unit, or so long as the Leases are maintained in force and effect by payment or tender of shut-in royalties, or by other means, in accordance with the terms and provisions of the Leases.

EXECUTED by the undersigned parties on the respective dates of acknowledgment hereof, to be effective for all purposes as of the date first above written.

Chesapeake Appalachia, L.L.C.
an Oklahoma limited liability company

By:____________________________
Henry J. Hood, Senior Vice President --
Land and Legal & General Counsel

Jan Pest
MARSHALL County 12:52:31 PM
Instrument No 1279944
Date Recorded 01/12/2010
Document Type O&G
Pages Recorded 5
Book-Page 692-634
Recording Fee $5.00
Additional $6.00

BOOK 0692 PAGE 0636

Statoil USA Onshore Properties Inc., formerly known as StatoilHydro USA Onshore Properties Inc.

By: M.K. Williams [signature]
M.K. Williams – Land Manager – Onshore Gas

CORPORATE ACKNOWLEDGMENT

STATE OF Oklahoma)
) SS:
COUNTY OF Oklahoma)

On this, the 22nd day of December, 2009, before me Shea Lewis, the undersigned officer, personally appeared Henry J. Hood, who acknowledged himself to be the Senior Vice President – Land and Legal & General Counsel of Chesapeake Appalachia, L.L.C., an Oklahoma limited liability company, and that he as such Senior Vice President – Land and Legal & General Counsel, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the limited liability company by himself as Senior Vice President – Land and Legal & General Counsel.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

NOTARY SEAL PUBLIC
SHEA LEWIS
Notary Public
State of Oklahoma
Commission # 04010967 Expires 12/07/12

My Commission Expires: 12/07/2012
Signature/Notary Public: Shea Lewis [signature]
Name/Notary Public (print): Shea Lewis

CORPORATE ACKNOWLEDGMENT

STATE OF TEXAS)
) SS:
COUNTY OF HARRIS)

On this, the 5TH day of JANUARY, 2010, before me GERARD SANCHEZ, the undersigned officer, personally appeared M.K. Williams, who acknowledged himself to be the Land Manager – Onshore Gas of Statoil USA Onshore Properties Inc., a corporation, and that he as such Land Manager – Onshore Gas, being authorized to do so, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation by himself as Land Manager – Onshore Gas.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

NOTARY PUBLIC STATE OF TEXAS
GERARD SANCHEZ
Notary Public, State of Texas
My Commission Expires
September 06, 2010

My Commission Expires: 9-6-2010
Signature/Notary Public: Gerard Sanchez [signature]
Name/Notary Public (print): GERARD SANCHEZ

This document prepared by:
Chesapeake Appalachia, LLC
6100 N. Western Avenue
P.O. Box 18496
Oklahoma City, OK 73118

Exhibit "A"

Attached to and made part of that Amended Declaration and Notice of Pooled Unit dated December 21, 2009

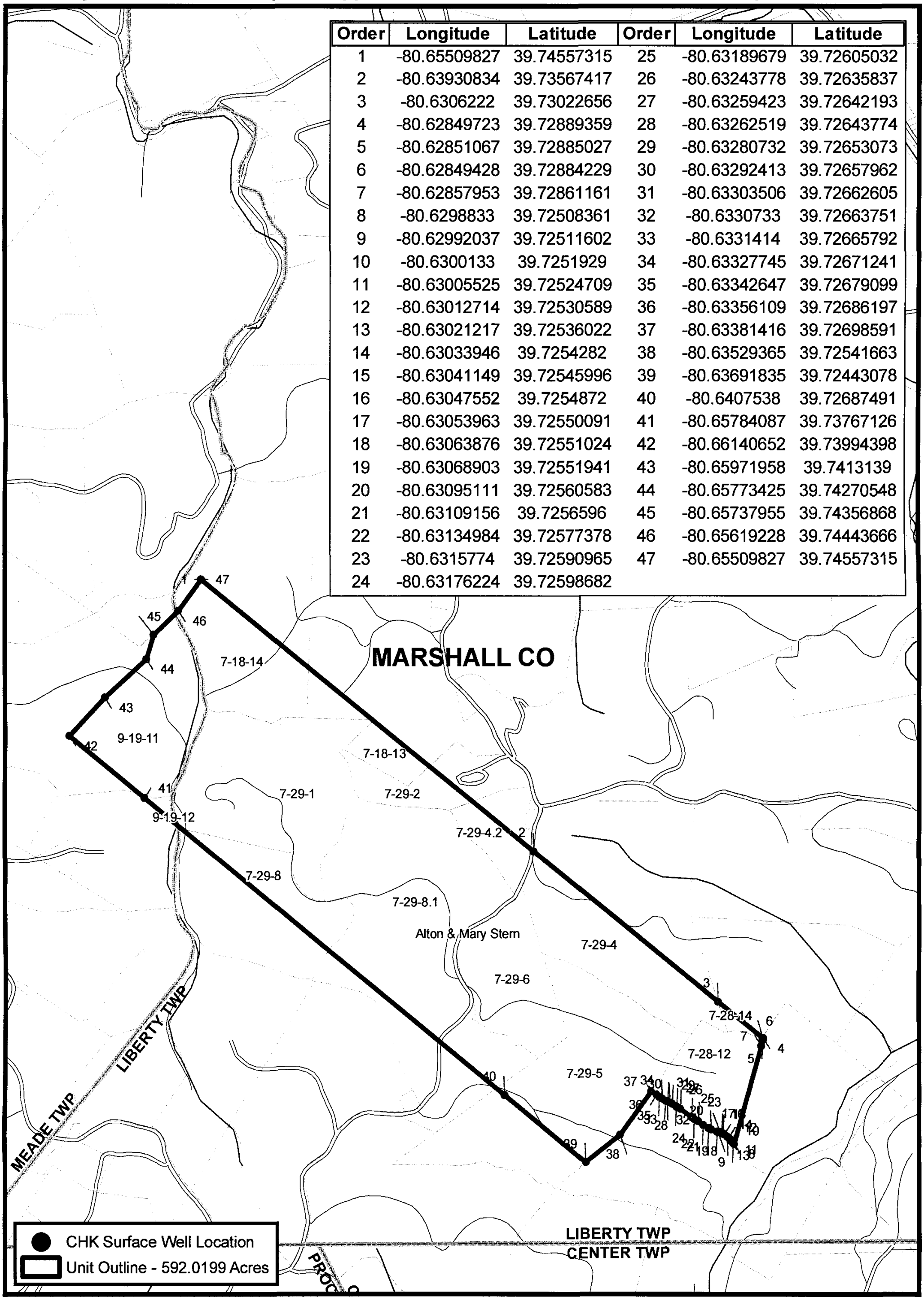
Alton W. Stern Unit
Marshall County, West Virginia

CHESAPEAKE LEASE NUMBER	LESSOR	LEASE DATE	RECORDING INFO	TAX_ID
1-232772-001	MARGARET IMOGENE BONAR	7/25/2006	Book 655, Page 398	7-28-12
1-232772-002	MARY ELENORA YEATER	7/28/2006	Book 655, Page 400	7-28-12
1-232772-003	DORIS I STERN	7/25/2006	Book 655, Page 406	7-28-12
1-232772-004	ALAN W STERN	11/14/2006	Book 657, Page 276	7-28-12
1-232772-005	JERRY J CRONE ET UX	11/14/2006	Book 657, Page 273	7-28-12
1-232772-006	ALTON WARREN STERN ET UX	11/14/2006	Book 657, Page 270	7-28-12
1-232772-007	DOROTHY I STERN	11/14/2006	Book 657, Page 558	7-28-12
1-234837-001	OCAL J MILLER	11/21/2006	Book 657, Page 210	7-18-14
1-234837-002	MIRIAM M KNOWLES ET VIR	11/18/2006	Book 657, Page 385	7-18-14
1-238995-001	WALTER MCDOWELL	4/9/2007	Book 659, Page 385	9-19-11
1-238995-002	DORIS E PYLES	4/12/2007	Book 659, Page 529	9-19-11
1-238995-003	MARGARET J MCDOWELL	4/10/2007	Book 659, Page 533	9-19-11
1-238995-004	DENNIS M MCDOWELL	5/2/2007	Book 660, Page 276	9-19-11
1-238995-005	RAY L MCDOWELL ET UX	4/13/2007	Book 660, Page 414	9-19-11
1-238995-006	CHARLOTT S SZARFAN	5/8/2007	Book 660, Page 280	9-19-11
1-238995-007	RICHARD W MCDOWELL	5/16/2007	Book 660, Page 509	9-19-11
1-251353-001	GEORGE H PYLES	3/31/2008	Book 669, Page 19	7-29-4.2
1-251353-001	GEORGE H PYLES	3/31/2008	Book 669, Page 19	7-29-4
1-251353-001	GEORGE H PYLES	3/31/2008	Book 669, Page 19	7-28-14
1-251353-002	CARLENE K CUNNINGHAM AND JAMEM	7/11/2008	Book 670, Page 635	7-29-4.2
1-251353-002	CARLENE K CUNNINGHAM AND JAMEM	7/11/2008	Book 670, Page 635	7-29-4
1-251353-002	CARLENE K CUNNINGHAM AND JAMEM	7/11/2008	Book 670, Page 635	7-28-14
1-251353-003	CHARLES E YEATER	7/22/2008	Book 671, Page 108	7-29-4.2
1-251353-003	CHARLES E YEATER	7/22/2008	Book 671, Page 108	7-29-4
1-251353-003	CHARLES E YEATER	7/22/2008	Book 671, Page 108	7-28-14
1-251353-004	WILLIAM TERRY YEATER	7/22/2008	Book 671, Page 105	7-29-4.2
1-251353-004	WILLIAM TERRY YEATER	7/22/2008	Book 671, Page 105	7-29-4
1-251353-004	WILLIAM TERRY YEATER	7/22/2008	Book 671, Page 105	7-28-14
1-251353-005	RUTH ANN YEATER	7/22/2008	Book 671, Page 102	7-29-4.2
1-251353-005	RUTH ANN YEATER	7/22/2008	Book 671, Page 102	7-29-4
1-251353-005	RUTH ANN YEATER	7/22/2008	Book 671, Page 102	7-28-14
1-251353-006	RONALD G YEATER	7/22/2008	Book 671, Page 99	7-29-4.2
1-251353-006	RONALD G YEATER	7/22/2008	Book 671, Page 99	7-29-4
1-251353-006	RONALD G YEATER	7/22/2008	Book 671, Page 99	7-28-14
1-251353-007	DAVID PAUL YEATER	7/22/2008	Book 671, Page 96	7-29-4.2
1-251353-007	DAVID PAUL YEATER	7/22/2008	Book 671, Page 96	7-29-4
1-251353-007	DAVID PAUL YEATER	7/22/2008	Book 671, Page 96	7-28-14
1-251353-008	EMILY KAY RULONG ET VIR	6/30/2008	Book 671, Page 178	7-29-4.2
1-251353-008	EMILY KAY RULONG ET VIR	6/30/2008	Book 671, Page 178	7-29-4
1-251353-008	EMILY KAY RULONG ET VIR	6/30/2008	Book 671, Page 178	7-28-14
1-251353-009	HELEN JEAN ANDERSON	6/30/2008	Book 671, Page 172	7-29-4.2
1-251353-009	HELEN JEAN ANDERSON	6/30/2008	Book 671, Page 172	7-29-4
1-251353-009	HELEN JEAN ANDERSON	6/30/2008	Book 671, Page 172	7-28-14
1-251353-010	MARY GRIMES YEATER	7/9/2008	Book 671, Page 181	7-29-4.2
1-251353-010	MARY GRIMES YEATER	7/9/2008	Book 671, Page 181	7-29-4
1-251353-010	MARY GRIMES YEATER	7/9/2008	Book 671, Page 181	7-28-14
1-251353-011	JOHN E YEATER ET UX	7/16/2008	Book 671, Page 166	7-29-4.2
1-251353-011	JOHN E YEATER ET UX	7/16/2008	Book 671, Page 166	7-29-4
1-251353-011	JOHN E YEATER ET UX	7/16/2008	Book 671, Page 166	7-28-14
1-251353-012	SUSAN Y INCLAN ET VIR	7/16/2008	Book 671, Page 169	7-29-4.2
1-251353-012	SUSAN Y INCLAN ET VIR	7/16/2008	Book 671, Page 169	7-29-4
1-251353-012	SUSAN Y INCLAN ET VIR	7/16/2008	Book 671, Page 169	7-28-14
1-251353-013	JAMES J YEATER ET UX	7/11/2006	Book 671, Page 175	7-29-4.2
1-251353-013	JAMES J YEATER ET UX	7/11/2008	Book 671, Page 175	7-29-4
1-251353-013	JAMES J YEATER ET UX	7/11/2008	Book 671, Page 175	7-28-14
1-251353-014	JOAN KNIGHT	7/19/2008	Book 671, Page 518	7-29-4.2
1-251353-014	JOAN KNIGHT	7/19/2008	Book 671, Page 518	7-29-4
1-251353-014	JOAN KNIGHT	7/19/2008	Book 671, Page 518	7-28-14
1-251353-015	MARY A HUPP ET VIR	8/16/2008	Book 672, Page 69	7-29-4.2
1-251353-015	MARY A HUPP ET VIR	8/16/2008	Book 672, Page 69	7-29-4
1-251353-015	MARY A HUPP ET VIR	8/16/2008	Book 672, Page 69	7-28-14
1-251353-016	LISA ANN MARQUART ET VIR	7/25/2008	Book 672, Page 335	7-29-4.2
1-251353-016	LISA ANN MARQUART ET VIR	7/25/2008	Book 672, Page 335	7-29-4
1-251353-016	LISA ANN MARQUART ET VIR	7/25/2008	Book 672, Page 335	7-28-14
1-251353-017	HAYHURST COMPANY	10/1/2008	Book 674, Page 60	7-29-4.2
1-251353-017	HAYHURST COMPANY	10/1/2008	Book 674, Page 60	7-29-4
1-251353-017	HAYHURST COMPANY	10/1/2008	Book 674, Page 60	7-28-14
1-254807-000	OTIS SIMMONS ET AL	3/8/1962	Book 642, Page 28	7-29-8.1 & 8.3
1-254829-000	GEORGE N YOHO	3/19/1952	Book 642, Page 281	7-18-13
1-254878-000	COLUMBIA GAS TRANSMISSION CO.	6/5/2007	Book 642, Page 281	9-19-12
1-254926-000	GEORGE N YOHO	5/31/1954	Book 299, Page 68	7-29-2
1-254927-000	GEORGE N YOHO	5/31/1954	Book 299, Page 65	7-29-5
1-254928-000	GEORGE N YOHO	5/31/1954	Book 299, Page 71	7-29-6
1-254955-000	OKLA J YOHO ET AL	4/1/1965	Book 375, Page 211	7-29-8
1-254957-000	GEORGE N YOHO	8/30/1955	Book 375, Page 215	7-29-1
			Total Unit Acreage	**592.02**

EXHIBIT "B"

Attached to and made part of the Declaration and Notice of of Pooled Unit effective December 21, 2009 by and between Chesapeake Appalachia, L.L.C. and Statoil USA Onshore Properties Inc.

Order	Longitude	Latitude	Order	Longitude	Latitude
1	-80.65509827	39.74557315	25	-80.63189679	39.72605032
2	-80.63930834	39.73567417	26	-80.63243778	39.72635837
3	-80.6306222	39.73022656	27	-80.63259423	39.72642193
4	-80.62849723	39.72889359	28	-80.63262519	39.72643774
5	-80.62851067	39.72885027	29	-80.63280732	39.72653073
6	-80.62849428	39.72884229	30	-80.63292413	39.72657962
7	-80.62857953	39.72861161	31	-80.63303506	39.72662605
8	-80.6298833	39.72508361	32	-80.6330733	39.72663751
9	-80.62992037	39.72511602	33	-80.6331414	39.72665792
10	-80.6300133	39.7251929	34	-80.63327745	39.72671241
11	-80.63005525	39.72524709	35	-80.63342647	39.72679099
12	-80.63012714	39.72530589	36	-80.63356109	39.72686197
13	-80.63021217	39.72536022	37	-80.63381416	39.72698591
14	-80.63033946	39.7254282	38	-80.63529365	39.72541663
15	-80.63041149	39.72545996	39	-80.63691835	39.72443078
16	-80.63047552	39.7254872	40	-80.6407538	39.72687491
17	-80.63053963	39.72550091	41	-80.65784087	39.73767126
18	-80.63063876	39.72551024	42	-80.66140652	39.73994398
19	-80.63068903	39.72551941	43	-80.65971958	39.7413139
20	-80.63095111	39.72560583	44	-80.65773425	39.74270548
21	-80.63109156	39.7256596	45	-80.65737955	39.74356868
22	-80.63134984	39.72577378	46	-80.65619228	39.74443666
23	-80.6315774	39.72590965	47	-80.65509827	39.74557315
24	-80.63176224	39.72598682			



Unit Plat

Stern Common Pad
Marshall County, WV

1 inch = 1,500 feet

X:\GIS\Land\Eastern Division\Central District\UNIT\Stern\Stern Exhibit B.mxd

STATE OF WEST VIRGINIA, MARSHALL COUNTY, SCT.:

I, JAN PEST, Clerk of the County Commission of said County, do hereby certify that the annexed writing, bearing date on the 21st day of December 2009, was presented for and by me, admitted to record in my office upon the above certificate as to the parties therein named this 12th day of January 2010 at 12:52 o'clock P.M.

TESTE: Jan Pest Clerk

CPS 5M 12-09